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*Special Counsel to Debtors  
and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC  
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**SUMMARY SHEET TO FIRST INTERIM AND  
FINAL FEE APPLICATION OF PILLSBURY  
WINTHROP SHAW PITTMAN LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FROM DECEMBER 1, 2019  
THROUGH JULY 1, 2020**

Date: TBD

Time: TBD (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

Judge: Hon. Dennis Montali

**Objection Deadline: September 20, 2020,  
4:00 p.m. (Pacific Time)**

<b>General Information</b>	
Name of Applicant:	<u>Pillsbury Winthrop Shaw Pittman LLP</u>
Authorized to Provide Professional Services to:	<u>Special Counsel for Debtors and Debtors in Possession</u>
Petition Date:	<u>January 29, 2019</u>
Date of Retention:	<u>August 24, 2020 <i>nunc pro tunc</i> to January 29, 2019</u>
Prior Applications:	<u>None</u>
<b>Summary of Fees and Expenses Sought in This Application</b>	
Period for which compensation and reimbursement are sought:	<u>December 1, 2019 through July 1, 2020 (the "Compensation Period")</u>
Amount of compensation sought as actual, reasonable, and necessary:	<u>\$402,124.80</u>
Amount of expenses sought as actual, reasonable, and necessary:	<u>\$0.00</u>
Total compensation and expenses requested for the Compensation Period:	<u>\$402,124.80</u>
<b>Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements, but Not Yet Allowed</b>	
Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed (80% of Fees in December, February, April, May and June/July Monthly Fee Statements):	<u>\$321,699.84<sup>1</sup></u>
Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed (80% of Fees in December, February, April, May and June/July Monthly Fee Statements):	<u>\$0.00</u>

<sup>1</sup> This amount assumes payment received for 80% of fees in December 2019, February 2020, April 2020, May 2020 and June 1-July 1, 2020 monthly fee statements on or prior to the hearing on this First Interim and Final Fee Application.

**Summary of Fees and Expenses Sought in this Application**

Total Compensation and Expenses Sought in this Final Application Already Paid But Not Yet Allowed:

\$321,699.84<sup>2</sup>

Total Compensation and Expenses Sought in this Application Not Yet Paid:

\$80,424.96<sup>3</sup>

Total Compensation and Expenses Requested for the Compensation Period:

\$402,124.80

**Summary of Rates and Other Related Information in this Application**

Blended Rate in this Application for All Attorneys:

\$737.00

Blended Rate in this Application for All Timekeepers:

\$737.00

Number of Timekeepers Included in this Application:

17

Number of Attorneys in this Application Not Included in Staffing Plan Approved by Client:

N/A

Difference Between Fees Budgeted and Compensation Sought for this Period:

N/A

Number of Attorneys Billing Fewer than 15 Hours to the Cases During the Compensation Period:

10

Increase in Rates:

Michael McDonough - \$745.00 (2019) / \$820.00 (2020)

This is a(n): ☒ Interim ☒ Final Application

<sup>2</sup> This amount assumes payment received for 80% of fees in December 2019, February 2020, April 2020, May 2020 and June 1-July 1, 2020 monthly fee statements on or prior to the hearing on this First Interim and Final Fee Application.

<sup>3</sup> This amount assumes payment received for 80% of fees in December 2019, February 2020, April 2020, May 2020 and June 1-July 1, 2020 monthly fee statements on or prior to the hearing on this First Interim and Final Fee Application.

Summary of Prior Monthly Fee Statements					
Date File	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Holdback Fees Requested
Aug 29, 2020 [Dkt. No. 8904]	12/01/19- 12/31/19	\$21,605.00	\$0.00	\$0.00	\$4,321.00
Aug 29, 2020 [Dkt. No. 8905]	02/01/20- 02/29/20	\$8,539.20	\$0.00	\$0.00	\$1,707.84
Aug 29, 2020 [Dkt. No. 8906]	04/01/20- 04/30/20	\$186,732.00	\$0.00	\$0.00	\$37,346.40
Aug 29, 2020 [Dkt. No. 8907]	05/01/20- 05/31/20	\$109,003.60	\$0.00	\$0.00	\$21,800.72
Aug 29, 2020 [Dkt. No. 8908]	06/01/20- 07/01/20	\$76,245.00	\$0.00	\$0.00	\$15,249.00

Summary of Any Objection to Monthly Fee Statements:	<u>None</u>
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# COMPENSATION BY PROFESSIONAL FOR THE COMPENSATION PERIOD

The attorneys who rendered professional services in connection with these Chapter 11 Cases during the Fee Period are:

Name of Professional Person	Department	Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
<b>Partners</b>					
Noa L. Clark	Real Estate	2007	\$752.00	5.8	\$4,361.60
John M. Grenfell	Litigation	1979	\$1,008.00	0.4	\$403.20
Rachel B. Horsch	Real Estate	1999	\$828.00	70.4	\$58,291.20
David R. Lewis	Energy	1985	\$948.00	19.0	\$18,012.00
Michael S. McDonough	Environmental	1997	\$820.00	55.9	\$43,663.00
Alicia M. McKnight	Finance	2010	\$730.00	144.3	\$105,339.00
Jay E. Silberg	Energy	1968	\$948.00	0.2	\$189.60
Jacob R. Sorensen	Litigation	2000	\$820.00	4.9	\$4,018.00
<b>Counsel/Of Counsel/Senior Counsel</b>					
Anne Leidich	Energy	2012	\$692.00	6.2	\$4,290.40
Josh D. Morton	Real Estate	2004	\$664.00	5.5	\$3,652.00
Patricia F. Young	Corporate & Securities	1991	\$832.00	8.9	\$7,402.40
<b>Associates</b>					
Robert G. Howard	Real Estate	2014	\$632.00	23.3	\$5,498.40
Alexandra Murphy	Finance	2016	\$580.00	90.7	\$6,670.00
Matt Olhausen	Real Estate	2018	\$476.00	0.4	\$190.40
Irina Tsveklova	Finance	2017	\$680.00	111.9	\$76,092.00
Alexander P. Walker	Real Estate	2018	\$536.00	8.9	\$4,770.40
Sydney Ward	Litigation	2016	\$580.00	7.1	\$4,118.00
<b>Total Hours and Fees Incurred/Requested</b>				563.8	\$402,124.80

Professionals	Blended Rate (rounded to nearest \$)	Total Hours Billed	Total Compensation
Partners	\$857.00	300.9	\$234,277.60
Counsel / Of Counsel / Senior Counsel	\$729.00	20.6	\$15,344.80
Associates	\$581.00	242.3	\$152,502.40
Blended Attorney Rate	\$737.00		
<b>Total Fees Incurred/Requested</b>			\$402,124.80

**COMPENSATION BY WORK TASK CODE  
FOR THE COMPENSATION PERIOD**

Prior to the filing of these Bankruptcy Cases, Pillsbury used the following Task Codes and Descriptions in conjunction with pre-petition time entries and invoices pursuant to Debtors' billing procedures and requirements. Pillsbury has continued to use these Task Codes and Descriptions in conjunction with post-petition time entries and invoices in these Special Counsel matters.

Task Code	Description	Hours	Amount
BTI01	Business Transformation Initiative	8.9	\$7,402.40
C300	Analysis and Advice	4.2	\$3,290.40
L100	Case Assessment, Development and Administration	0.2	\$149.00
L110	Fact Investigation/Development	12.5	\$11,850.00
L120	Analysis/Strategy	26.5	\$20,318.80
P240	Real and Personal Property	76.5	\$57,343.60
P300	Structure/Strategy/Analysis	50.3	\$39,086.00
P500	Negotiation/Revision/Responses	345.3	\$232,869.00
P600	Completion/Closing	39.4	\$29,815.60
<b>Total Hours and Fees Requested</b>		563.8	\$402,124.80

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10 *Special Counsel to Debtors*  
11 *and Reorganized Debtors*

12 **UNITED STATES BANKRUPTCY COURT**  
13 **NORTHERN DISTRICT OF CALIFORNIA**  
14 **SAN FRANCISCO DIVISION**

15 In re:  
16 PG&E CORPORATION,  
17 - and -  
18 PACIFIC GAS AND ELECTRIC  
19 COMPANY,

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**FIRST INTERIM AND FINAL FEE  
APPLICATION OF PILLSBURY WINTHROP  
SHAW PITTMAN LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FROM  
DECEMBER 1, 2019 THROUGH JULY 1, 2020**

Date: TBD  
Time: TBD (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102  
Judge: Hon. Dennis Montali

**Objection Deadline: September 20, 2020,  
4:00 p.m. (Pacific Time)**

1 Pillsbury Winthrop Shaw Pittman LLP (“**Pillsbury**” or the “**Applicant**”), special counsel to  
2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors  
3 and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11  
4 cases (the “**Chapter 11 Cases**”), hereby submits its First Interim and Final Fee Application (the  
5 “**Application**”) for allowance and payment of compensation for professional services performed by  
6 Pillsbury for the period commencing December 1, 2019 through July 1, 2020 (the “**Compensation**  
7 **Period**”).

8 This Application has been prepared in accordance with *the Order Pursuant to 11 U.S.C. §§ 331*  
9 *and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation*  
10 *and Reimbursement of Expenses of Professionals dated February 27, 2019* [Docket No. 701] (the  
11 “**Interim Compensation Procedures Order**”), sections 330 and 331 of title 11 of the United States  
12 Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the  
13 “**Bankruptcy Rules**”), the Bankruptcy Local Rules for the Northern District of California (the “**Local**  
14 **Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees*  
15 *for the Northern District of California*, dated February 19, 2014 (the “**Local Guidelines**”), the *U.S.*  
16 *Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*  
17 *under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S.**  
18 **Trustee Guidelines**”), the revised *Fee Examiner Protocol for Chapter 11 Cases of PG&E Corporation*  
19 *and Pacific Gas and Electric Company* [Docket No. 4473-1] filed on October 24, 2019 (the “**Revised**  
20 **Protocol**,” and, together with the Local Guidelines and the U.S. Trustee Guidelines, the “**Fee**  
21 **Guidelines**”), the *Amended Order Granting Fee Examiner’s Motion to Approve Fee Procedures* [Docket  
22 No. 5168] entered on December 18, 2019 (the “**Amended Fee Procedures Order**”), and the *Second*  
23 *Amended Order Granting Fee Examiner’s Motion to Approve Fee Procedures* [Docket No. 5572]  
24 entered January 30, 2020 (the “**Second Amended Fee Procedures Order**”).

25 This First Interim and Final Fee Application is based upon the following points and authorities,  
26 the attached Certification of Joshua D. Morse, the pleadings, papers, and records on file in this case, and  
27 any evidence or argument that the Court may entertain at the time of the hearing on the Application.  
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1 On June 20, 2020, the Bankruptcy Court entered an order (the “**Confirmation Order**”) [Docket  
2 No. 8053], confirming *the Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of*  
3 *Reorganization Dated June 19, 2020* [Docket No. 8048] (as may be modified, amended, or supplemented  
4 from time to time, and together with all scheduled and exhibits thereto, the “Plan”). The Effective Date  
5 of the Plan (as defined in the Plan) occurred on July 1, 2020 and the Debtors were reorganized, as  
6 provided in the Plan and the Confirmation Order. The Debtors became and now are the Reorganized  
7 Debtors.

8 **B. The Debtors’ Retention of Pillsbury**

9 On April 9, 2020, the Court entered the *Order Pursuant to 11 U.S.C. § 327(e), Fed. R. Bankr. P.*  
10 *2014(a) and 2016, and the Order Authorizing the Debtors to Employ Professionals Used in the Ordinary*  
11 *Course of Business for Authority to Retain and Employ Pillsbury Winthrop Shaw Pittman LLP as Special*  
12 *Counsel for the Debtors Effective as of the Petition Date* [Docket No. 8837] (the “**Retention Order**”).

13 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to  
14 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim  
15 Compensation Order. Subject to Pillsbury’s application to the Court, the Debtors also are authorized by  
16 the Retention Order to compensate Pillsbury at the Firm’s standard hourly rates for services performed  
17 and to reimburse it for actual and necessary expenses incurred. The Retention Order authorizes Pillsbury  
18 to provide legal services to the Debtors related to the Specific Matters (as forth in Pillsbury’s Retention  
19 Application [Docket No. 8676]).

20 **PROFESSIONAL COMPENSATION AND**  
21 **REIMBURSEMENT OF EXPENSES REQUESTED**

22 By this Application, Pillsbury respectfully requests allowance of compensation for professional  
23 services performed during the Compensation Period in the amount of \$402,124.80 and payment of  
24 \$80,424.96 (20% of the allowed fees) for the Compensation Period.<sup>4</sup>

25 During the Compensation Period, Pillsbury attorneys recorded a total of 563.8 hours in  
26 connection with the necessary services performed. Of the time recorded, 300.9 hours were recorded by

27  
28 <sup>4</sup> This amount assumes payment of 80% of fees in Pillsbury’s December 2019, February 2020, April 2020, May 2020  
and June 1-July 1, 2020 monthly fee statements in the ordinary course.

1 Pillsbury partners; 20.6 hours were recorded by Counsel / Of Counsel / Senior Counsel; and 242.3 hours  
2 were recorded by associates. During the Compensation Period, Pillsbury billed the Debtors for time  
3 spent by attorneys based on hourly rates ranging from \$536.00 to \$1,008.00 per hour. Allowance of  
4 compensation in the amount requested would result in a blended hourly billing rate for attorneys of  
5 \$737.00.

6 There is no agreement or understanding between Pillsbury and any other person, other than  
7 members of the Firm, for the sharing of compensation to be received for services rendered in these  
8 Chapter 11 Cases. Except as set forth with respect to payments Pillsbury to be received pursuant to the  
9 Interim Compensation Order, Pillsbury received no payment or promises of payment from any source  
10 for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered  
11 by this Application.

12 Pillsbury has billed the Debtors in these Chapter 11 cases in accordance with terms and  
13 conditions and billing procedures set forth in the Engagement Agreement(as defined in the Sorensen  
14 Declaration filed in connection with Pillsbury retention in these cases [Docket No. 8677]). The hourly  
15 rates Pillsbury negotiated with Debtors in connection with the Engagement Letter and Pillsbury has  
16 charged Debtors for the services rendered by its professionals in these Chapter 11 cases are significantly  
17 lower than Pillsbury's standard hourly rates, which are reasonable based on the customary compensation  
18 charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a  
19 competitive national legal market.

20 The summary sheets contain a schedule of Pillsbury professionals who performed services for  
21 the Debtors during the Compensation Period, the capacities in which each individual is employed by  
22 Pillsbury, the department in which each individual practices, the hourly billing rate Pillsbury charged for  
23 services performed by such individuals, the year in which each attorney was first licensed to practice  
24 law, where applicable, and the aggregate number of hours expended in this matter and fees billed.  
25 Biographical information for paraprofessionals can be made available upon request by the Court and has  
26 been provided to the Fee Examiner pursuant to the Amended Fee Procedures Order.

27 The summary sheets also contain a summary of Pillsbury hours billed during the Compensation  
28 Period using billing task codes and also a summary of Pillsbury hours billed during the Compensation

1 Period. Pillsbury maintains computerized records of the time spent by all Pillsbury attorneys in  
2 connection with its representation of the Debtors. Copies of these computerized records have been filed  
3 on the docket with Pillsbury's monthly fee statements and furnished to the Debtors, counsel for each of  
4 the Committees, the U.S. Trustee, and the Fee Examiner in the format specified by the Fee Guidelines.

5 Attached as **Exhibit A** is a certification regarding Pillsbury's compliance with the Fee  
6 Guidelines.

7 The Debtors provide annual budgets to Pillsbury for some (but not all) of the matters Pillsbury  
8 handles for them. These budgets are subject to periodic review and adjustments by the Debtors during  
9 the course of each year. To the extent the Debtors have provided current budgets to Pillsbury for the  
10 matters Pillsbury is handling for them, they are being adjusted to cover all fees and expenses incurred  
11 during the Compensation Period.

12 **SUMMARY OF SERVICES PERFORMED BY PILLSBURY**  
13 **DURING THE COMPENSATION PERIOD**

14 In accordance with the Interim Compensation Procedures Order, the Northern District  
15 Guidelines, and the Local Rules, Pillsbury classified the services it performed for the Debtors during the  
16 Compensation Period into the Specific Matters identified in Pillsbury's Retention Application, which  
17 represent Pillsbury's internal matter names under which Pillsbury has invoiced the Debtors during the  
18 Compensation Period. Detailed time entries for the following matters have been filed with the Court  
19 and served in accordance with the Interim Compensation Procedures Order as part of Pillsbury's  
20 Monthly Fee Statements [Docket Nos. 8904, 8905, 8906, 8907, 8908] following entry of the Retention  
21 Order. Pillsbury incorporates those time entries into this Application and refers any interested party to  
22 them.

23 **LEGAL BASIS FOR ALLOWING THE REQUESTED COMPENSATION**

24 Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates  
25 the substantive standards of section 330 to govern the Court's award of such compensation. *See* 11  
26 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a Court may award a professional  
27 employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary  
28

1 services rendered [and] reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section  
2 330 also sets forth the criteria for the award of such compensation and reimbursement. *Id.* § 330(a)(3).

3 The professional services for which Pillsbury requests allowance of compensation and  
4 reimbursement of expenses were rendered and incurred in connection with Pillsbury’s role and  
5 fulfillment of its responsibilities as Special Counsel to Debtors in these Chapter 11 Cases. Pillsbury’s  
6 services have been necessary and beneficial to the Debtors and their estates, creditors, and other parties  
7 in interest and were consistently performed in a timely and efficient manner commensurate with the  
8 complexity, importance, and nature of the issues involved.

9 Applying the factors enumerated in section 330 of the Bankruptcy Code, Pillsbury respectfully  
10 submits that the amount Pillsbury has requested for compensation is fair and reasonable given the size  
11 and complexity of the Special Matters in which Pillsbury has served as Special Counsel to Debtors, the  
12 time expended, the nature and extent of the services rendered, the value of such services, and the costs  
13 of comparable services other than in a case under the Bankruptcy Code.

14 Pillsbury has reviewed the requirements of the Interim Compensation Procedures Order, the  
15 Northern District Guidelines, and the UST Guidelines and believes that this Application complies with  
16 all of them except as specifically noted.

#### 17 AVAILABLE FUNDS

18 Pillsbury understands that the Debtors’ estate has sufficient funds available to pay the fees and  
19 expenses costs sought.

#### 20 NOTICE

21 Notice of Pillsbury’s First Interim and Final Fee Application has been provided to parties in  
22 interest in accordance with the procedures set forth in the Interim Compensation Order. Pillsbury  
23 submits that, in view of the facts and circumstances of these Chapter 11 Cases, such notice is sufficient  
24 and no other or further notice need be provided.

#### 25 CONCLUSION

26 Pillsbury respectfully requests that the Court (i) award an allowance to Pillsbury for professional  
27 services rendered during the Compensation Period consisting of \$402,124.80, which represents 100% of  
28 fees incurred during the Compensation Period; (ii) direct payment by the Debtors the difference between

1 the amounts allowed and any amounts previously paid (or to be paid) by the Debtors pursuant to the  
2 Interim Compensation Order; and (iii) grant such other and further relief as is just.

3 Dated: August 30, 2020

Respectfully submitted,

4 **PILLSBURY WINTHROP SHAW PITTMAN LLP**

5  
6 By: /s/ Joshua D. Morse

7 Joshua D. Morse

8 *Special Counsel to Debtors*  
9 *and Reorganized Debtors*

**NOTICE PARTIES**

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c/o Pacific Gas & Electric Company  
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